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CORPORATION FILE

WEINBERGER DRUG STORES, INC.

NOTICE OF ANNUAL MEETING,
Including
PROXY STATEMENT

Notice is hereby given that the annual meeting of shareholders of Weinberger Drug Stores, Inc. will be held at the principal office of the Corporation, 2400 Superior Avenue, Cleveland, Ohio, at 3:00 o'clock P. M. on Tuesday, September 12, 1944, for the purpose of (a) fixing the number of and electing directors for the ensuing year, and (b) transacting such other business as may properly come before the meeting.

PROXY STATEMENT

The enclosed proxy is being solicited by the management of the Corporation, and the entire cost of solicitation will be paid by the Corporation.

We are enclosing herewith an annual report of the Corporation for the year ended June 30, 1944, containing such financial statements for the last fiscal year as in the opinion of the management adequately reflect the position and operations of the Corporation. The Corporation has 90,000 shares of capital stock outstanding.

At the present time it is intended that proxies which contain no instructions to the contrary will be voted in favor of fixing the number of directors at seven (7), and for the re-election of the following persons (hereinafter called "nominees") as directors of the Corporation: J. G. Gosling, Mortimer Jacobs, Thomas H. Jones, M. M. Neubauer, Joseph Spivack, Adolph Weinberger and L. J. Wolf. Should any of the above named nominees for the office of director become unable or decline to serve as a director, it is intended that the persons appointed as proxies either will vote for the election of such other individual as the management may recommend in the place of such nominee or, in the absence of any such recommendation, will vote to fix the number of directors at a lesser number.

Financial and other reports will be submitted at the meeting and minutes of previous meetings of shareholders and directors will be made available for inspection by shareholders present at the meeting, but it is not intended that any action will be taken in respect thereof. It is not anticipated that matters other than the fixing of the number of directors and election of directors will be brought before the meeting for action, but if any such other matters should be brought before the meeting it is intended that the persons appointed as proxies may vote or act thereon according to their judgment.

Remuneration Paid to Directors, Nominees and Officers

The following table sets forth the remuneration paid by the Corporation and its subsidiary during the fiscal year ended June 30, 1944, to or for the benefit of officers and directors of the Corporation, including the nominees:

Directors-Nominees	Aggregate remuneration excluding pension fund payments listed in next column	Payments by Corporation and its subsidiary into Employees' Pension Fund for benefit of officers	Maximum annual benefits estimated to be payable under Employees' Pension Fund Plan after retirement, based on 1944 compensation and continuance of Plan until retirement age as defined therein
J. G. Gosling	$ 175.00 (1)		
Mortimer Jacobs	7,136.25	$ 478.40	$ 1,332
Thomas H. Jones	175.00 (2)		
M. M. Neubauer	9,307.90	640.00	1,308
Joseph Spivack	17,500.00	1,320.00	3,480
Adolph Weinberger	25,999.84	2,000.00	2,316
L. J. Wolf	250.00		
All officers and directors of the Corporation	75,974.75	5,499.20	11,652

(1) Mr. Gosling is a partner of Mr. John Simonson, who is one of the real estate brokers acting in connection with the purchase by the Corporation of a ninety-nine year lease, which transaction was referred to in the Corporation's 1943 proxy statement. It is expected that the sale will be consummated shortly and will result in the payment of a commission in which the partnership will have an interest of $2,500.

(2) In addition the Corporation paid the sum of $11,630 to Jones, Day, Cockley & Reavis, in which firm Mr. Jones is a partner, for legal services rendered during the fiscal year ended June 30, 1944.

Information Relating to Nominees and to Holdings of the Corporation's Securities

The following table sets forth the principal occupation or employment of each nominee, the year in which such nominee first became a director of the Corporation and, based on information received from the nominees, the amount of the Corporation's securities owned beneficially by each nominee:

Name of Nominee	Principal Occupation or Employment	Year first elected a Director	Number of shares of the Corporation's capital stock beneficially owned, directly or indirectly, on July 1, 1944
J. G. Gosling	President of Retail Properties, Inc., Cleveland, Ohio	1938	—o—
Mortimer Jacobs	Store Supervisor of the Corporation	1931	1,499
T. H. Jones	Lawyer—Member of firm of Jones, Day, Cockley & Reavis, Cleveland, Ohio	1930	—o—
M. M. Neubauer	Vice President of the Corporation	1937	178
Joseph Spivack	Executive Vice President of the Corporation	1928	1,599
Adolph Weinberger	President and Treasurer of the Corporation	1928	20,516 (1)
L. J. Wolf	Retired	1930	18

(1) As of July 1, 1944 Adolph Weinberger held approximately 23% of the Corporation's capital stock and an aggregate of 7,463 shares were held by Mr. Weinberger's associates including 4,890 shares owned by Mr. Weinberger's wife, Mrs. Minnie Weinberger.

Miscellaneous

The Regulations of the Corporation provide that shareholders shall have cumulative voting rights in the election of directors.

Shareholders of record at the close of business on August 22, 1944, shall be the only shareholders entitled to notice of and to vote at the meeting.

Please execute and return promptly the enclosed proxy whether or not you expect to attend the meeting. Executors, administrators, trustees or other fiduciaries should so indicate when signing the proxy. You may revoke your proxy but, unless you provide otherwise in your proxy, you may revoke only by giving notice to the Corporation in writing or in open meeting before any vote is taken or thereafter with the consent of the inspectors of election. A subsequent proxy will be deemed to constitute a revocation of any earlier proxy.

WEINBERGER DRUG STORES, INC.

By C. W. EVANS,
Secretary.

Cleveland, Ohio, August 28, 1944.